

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
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PATRICK D. CROCKER
RUSSELL B. BAUGH
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

RECEIVED
2005 AUG 22 PM 2:32
T.R.A. DOCKET ROOM
OF COUNSEL
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1922-2001)
JOSEPH J. BURGIE
(1926-1992)
THOMPSON BENNETT
(1912-2004)

August 18, 2005

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

05-00238

RE: Petition for Authority for IBFA Acquisition Company, LLC d/b/a Farm Bureau Connection to Acquire Certain Assets of American Farm Bureau, Inc.

Dear Sir or Madam:

Enclosed herewith for filing with the Commission, pursuant to Tenn Code Ann §65-4-113, please find an original and thirteen (13) copies of the Petition for Authority for IBFA Acquisition Company, LLC d/b/a Farm Bureau Connection to Acquire Certain Assets of American Farm Bureau, Inc. Also enclosed is a check in the amount \$25.00 which represents the filing fee for the above referenced matter.

At the time of the staff assignment in this matter, we will submit the Asset Purchase Agreement under seal.

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/tlb

enc

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

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(1926-1992)
THOMPSON BENNETT
(1912-2004)

PAID T.R.A.

Chk # 20409

Amount 25.00

Rcvd By LR

Date 8-22-05

MEMORANDUM

DATE: August 19, 2005

TO: Sharla Dillon

FROM: Beth Ronfeldt
Legal Assistant to Patrick D. Crocker

RE: Petition for Authority for IBFA Acquisition Company, LLC d/b/a Farm Bureau
Connection to Acquire Certain Assets of American Farm Bureau, Inc

Enclosed, please find a \$25.00 check to cover the filing fee for the above-referenced transaction. The check was inadvertently omitted from the filing.

We apologize for any inconvenience this omission may have caused

enc

**Before the
TENNESSEE REGULATORY AUTHORITY**

Petition for Authority for)	
IBFA Acquisition Company, LLC)	
d/b/a Farm Bureau Connection to)	Docket No.
Acquire Certain Assets of American)	
Farm Bureau, Inc.)	

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS
AND REQUEST FOR EXPEDITED APPROVAL**

NOW COMES IBFA Acquisition Company, LLC d/b/a Farm Bureau Connection ("IBFA") and American Farm Bureau, Inc ("AFBI" or "Seller" or collectively "the Parties") by and through their attorneys pursuant to the rules and regulations of the Tennessee Regulatory Authority ("TRA"), especially Tenn. Code Ann §65-4-113 and TRA Rule 1220-4-2-.56 (2) and hereby jointly request that the TRA approve the acquisition by IBFA of certain telecommunication assets, including the subscriber base of AFBI and to grant such relief on an expedited basis to allow for the consummation of the transaction without undue delay. For the reasons set forth below, the Parties request the TRA to grant such approval on or before October 1, 2005. IBFA and AFBI provide the following in support of this request:

I. The Parties

A. IBFA Acquisition Company, LLC d/b/a Farm Bureau Connection

IBFA is a limited liability company organized under the laws of the State of Michigan with principal offices located at Elk Grove Village, Illinois. IBFA is authorized to provide intrastate, interexchange service in 27 jurisdictions and is filing nationwide for authority to provide local exchange and/or interexchange telecommunications services. An Application for a Certificate of Public Convenience and Necessity to provide intrastate competitive local exchange and interexchange telecommunications services within the State of Tennessee was filed with the TRA in Docket No. 05-00151 on May 26, 2005. IBFA was formed by former employees and managers of AFBI who operated the Farm Bureau Connection program for AFBI.

The principal office of IBFA is located at:

1850 Howard Street, Unit C
Elk Grove Village, IL 60007

Please direct any questions concerning IBFA to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, PLC
900 Comerica Building
Kalamazoo, MI 49048
Telephone: (269) 381-8844
Facsimile: (269) 381-8822
pcrocker@earlylennon.com

B. American Farm Bureau, Inc.

AFBI is a corporation organized under the laws of the State of Illinois with offices located in Washington, DC. AFBI has been authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service, and has authority to provide intrastate, interexchange service in 39 states, with CLEC authority in 13 of those states, including the State of Tennessee (Case No. 97-00025 and Docket No. 03-00552). Copies of AFBI's Certificate of Public Convenience and Necessity issued by the TRA and business licenses appear as **Exhibit A**. Subject to regulatory approval, and in connection with the transaction described herein, AFBI is voluntarily terminating these authorizations to provide telecommunications services.

The current principal office of AFBI is located at:

600 Maryland Avenue SW
Suite 800
Washington, DC 20024

Please direct any questions concerning AFBI to:

Julian P. Gehman
Mayer, Brown, Rowe & Maw LLP
1909 K Street, N.W.
Washington, D.C. 20006-1101
Telephone: (202) 263-3279
Facsimile: (202) 263-5279
jgehman@mayerbrownrowe.com

II. The Transaction

Pursuant to an Asset Purchase Agreement executed January 31, 2005, AFBI has agreed to sell to IBFA, and IBFA has agreed to purchase the assets, including but not limited to: (1) all PUC/PSC/FCC licenses, CPCNs and tariffs authorizing Seller to do business in all relevant states to the extent assignable or transferable; and (2) the customer base and other communications and ISP assets as of the Closing Date.

Attached as **Exhibit B**, please find a copy of the self-certification letter filed with the Federal Communications Commission as required in CC Docket No. 00-257, certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.

III. Public Interest Considerations

The former employees and managers, employed by AFBI to operate the Farm Bureau Connection program, have formed IBFA to acquire and run the Farm Bureau Connection program. The transaction serves the public interest for the following reasons

1. Having the managers and employees own the company gives the managers and owners a direct economic incentive to maintain and extend the high quality service that AFBI has provided to customers.

2. IBFA anticipates that it may add new products and services, thereby providing innovation, as well as high quality and low prices, to stimulate competition in the marketplace and to provide telecommunications services for a greater number of consumers in this state at competitive rates.

Upon approval of this transaction, AFBI will not continue to provide service in Tennessee and will surrender or assign its authorization to provide services. In addition, IBFA will provide notice to the AFBI Customers, and assure them of IBFA's commitment to continue the provision of high quality, affordable services pursuant to the company's filed tariff. A copy of the sample notice of the transfer appears as **Exhibit C** attached hereto. Customers will continue to receive the high quality, affordable telecommunications services that they presently receive. IBFA filed its tariffs to establish rates, terms, and conditions identical to those in the Seller's tariffs, thus providing a seamless transition for existing

customers of AFBI. The proposed acquisition will be virtually transparent to AFBI's customers and will not cause inconvenience or confusion to AFBI customers

IBFA certifies that it has the necessary managerial and financial resources to provide the public with quality telecommunications service throughout the state. After the consummation of the transaction, IBFA will be lead by a team of well-qualified managers comprised of its existing personnel, many of whom previously operated the Farm Bureau Connection program for AFBI IBFA expects that the ample managerial, technical and financial expertise of this managerial team will enable IBFA to provide high quality service to AFBI customers as well as to expand its customer base. The proposed acquisition will therefore promote competition in the Tennessee services market and serve the public interest.

WHEREFORE, IBFA and AFBI respectfully request that the Authority authorize the sale of assets from AFBI to IBFA. In addition, the Parties respectfully request expedited processing of this Joint Petition so that the transaction may proceed without undue delay.

Respectfully submitted,

IBFA Acquisition Company, LLC
d/b/a Farm Bureau Connection

2005

By: Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Its Attorneys

Respectfully submitted,

American Farm Bureau, Inc.

2005

By: Julian P. Gehman
Mayer, Brown, Rowe & Maw LLP
Its Attorneys

Exhibit A

AFBI's Authority and Licenses

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

November 19, 2003

IN RE:

**APPLICATION OF AMERICAN FARM BUREAU,
INC. D/B/A THE FARM BUREAU CONNECTION
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE COMPETING
RESOLD AND FACILITIES-BASED LOCAL
EXCHANGE TELECOMMUNICATIONS SERVICES
AND INTEREXCHANGE TELECOMMUNICATIONS
SERVICES, INCLUDING EXCHANGE ACCESS
SERVICES, IN THE STATE OF TENNESSEE**

**DOCKET NO.
03-00552**

**INITIAL ORDER GRANTING CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

This matter came before the Hearing Officer of the Tennessee Regulatory Authority (the "Authority" or "TRA") at a Hearing held on November 12, 2003, to consider the *Application for Certificate to Provide Competing Local Telecommunications Services* (the "*Application*") filed by American Farm Bureau, Inc d/b/a The Farm Bureau Connection ("AFB") on October 8, 2003. The Application requests the Authority to grant AFB a certificate of public convenience and necessity to provide competing resold and facilities-based local exchange telecommunications services and interexchange telecommunications services, including exchange access services, in the State of Tennessee

Legal Standard for Granting Certificate of Public Convenience and Necessity

AFB's *Application* was made pursuant to, and was considered in light of, the criteria for granting a Certificate of Public Convenience and Necessity ("CCN") as set forth in Tenn Code Ann. § 65-4-201, which provides, in pertinent part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . .

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

* * *

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.¹

¹ Notwithstanding the existence of subsection (d), the Federal Communications Commission ("FCC") has expressly preempted the Authority's enforcement of subsection (d) pursuant to the authority granted to the FCC under 47 U.S.C. § 253(d) *In the Matter of AVR, L P d/b/a Hyperion of Tennessee, L P Petition for Preemption of Tennessee Code Annotated Section 65-4-201(d) and Tennessee Regulatory Authority Decision Denying Hyperion's Application Requesting Authority to Provide Service in Tennessee Rural LEC Service Area*, FCC 99-100, (Memorandum Opinion and Order) 14 F.C.C.R. 11,064 (May 27, 1999). (Memorandum Opinion and Order) 16 F.C.C.R. 1247 (January 8, 2001) The Authority has since issued an order expanding a competing local exchange carrier's CCN to provide telecommunications services on a statewide basis including areas served by incumbent local exchange carriers with fewer than 100,000 total access lines in Tennessee *See In re Application of Level 3 Communications, LLC to Expand its CCN to Provide Facilities-Based Local Exchange and Interexchange Telecommunications Services in all Tennessee Service Areas*, Docket No. 02-00230, Order Approving Application of Level 3 Communications, L L C to Amend Its Certificate of Public Convenience and Necessity (June 28, 2002)

Furthermore, pursuant to Tenn. Code Ann. § 65-5-212, a competing telecommunications provider is required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses, and (2) information on programs that might provide technical assistance to such businesses.

The November 12, 2003 Hearing

Pursuant to Tenn. Code Ann. § 65-4-204, public notice of the Hearing in this matter was issued by the Hearing Officer on October 31, 2003. No persons sought intervention prior to or during the Hearing. At the Hearing held on November 12, 2003, Mr. Casey Wojciechowski, General Manager of AFB, participated in the Hearing, presented testimony, and was subject to examination by the Hearing Officer. Upon AFB's conclusion of the presentation of its proof, the Hearing Officer granted AFB's *Application* based upon the following findings of fact and conclusions of law:

I. AFB's Qualifications

1. AFB is a corporation originally organized under the laws of the State of Illinois on March 23, 1983, and was qualified to transact business in Tennessee on November 20, 1996.

2. The complete street address of AFB's corporate service provider is 225 Touhy Avenue, Park Ridge, Illinois 60068. The telephone number is (847) 685-8600 and the facsimile number is (847) 685-8680.

3. The *Application* and supporting documentary information existing in the record indicate that AFB has the requisite technical and managerial ability to provide competing local exchange telecommunications services within the State of Tennessee. Specifically, AFB's senior management team possesses extensive business, technical, operational and regulatory telecommunications experience

4. AFB has the necessary capital and financial ability to provide the services it proposes to offer.

5. AFB has represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. Proposed Services

AFB intends to provide competing resold and facilities-based local exchange telecommunications services and interexchange telecommunications services, including exchange access services, within the State of Tennessee.²

III. Permitting Competition to Serve the Public Convenience and Necessity

Upon a review of the *Application* and the record in this matter, the Hearing Officer finds that approval of AFB's *Application* would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and by fostering the development of an efficient, technologically advanced statewide system of telecommunications services

IV. Small and Minority-Owned Telecommunications Business Participation Plan and Business Assistance Program

1. AFB has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules.

2. AFB has acknowledged its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

² In Docket No. 97-00025, by Order dated February 18, 1997, AFB was granted authority to resell telecommunications services in Tennessee


V. Compliance with Tennessee's County-Wide Calling Requirements

1. AFB has indicated its awareness of, and its obligation to comply with, the requirements of county-wide calling as set forth in Tenn. Code Ann. § 65-21-114

IT IS THEREFORE ORDERED THAT:

1. The *Application for Certificate to Provide Competing Local Telecommunications Services* of American Farm Bureau, Inc. d/b/a The Farm Bureau Connection is approved, and

2 Any party aggrieved by the Hearing Officer's decision in this matter may file a petition for reconsideration within fifteen (15) days from and after the date of this Order.


Randal Gilliam, Hearing Officer

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505H. LYNN GREER, JR., CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR

DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00125194
American Farm Bureau, Inc. d/b/a The Farm Bureau Connection
225 Touhy Ave.
Park Ridge, IL 60068BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee February 26, 1997

IN RE: CASE NUMBER: 97-00025

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

--ORDER--

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on February 18, 1997 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

Chairman
Director
Director

ATTEST:

Executive Secretary

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/20/96

REQUEST NUMBER: 3244-2281

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 11/20/96 1025

EFFECTIVE DATE/TIME: 11/20/96 1025

CONTROL NUMBER: 0321076

TO:
AMERICAN FARM BUREAU, INC.
JEROME J WERDERITCH
225 TOUHY AVENUE
PARK RIDGE, IL 60068

RE:
AMERICAN FARM BUREAU, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 11/20/96

FROM:
AMERICAN FARM BUREAU, INC.
225 TOUHY AVENUE

PARK RIDGE, IL 60068-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002033841
ACCOUNT NUMBER: 00249017



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
SECRETARY OF STATE

96 NOV 20 AM 10:25

AMERICAN FARM BUREAU, INC.

To the Secretary of State of the State of Tennessee:

SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is AMERICAN FARM BUREAU, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d)]

2. The state or country under whose law it is incorporated is ILLINOIS

3. The date of its incorporation is MARCH 23, 1983 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is _____

25 TOUHY AVENUE, PARK RIDGE, IL 60068

Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is _____

147 Bear Creek Pike Columbia, TN 38401-2266

Street	City/State	County	Zip Code

The name of its registered agent at that office is _____

JULIUS JOHNSON

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)

RECEIVED
SECRETARY OF STATE

96 NOV 20 AM 10:25

AMERICAN FARM BUREAU, INC.OFFICERS

<div>RILEY LARRELL SECRETARY OF STATE</div> Name	Address	City/State/Zip Code
Mr. Dean Kleckner	225 Touhy Avenue	Park Ridge, IL 60068
Mr Carl B Loop, Jr.	225 Touhy Avenue	Park Ridge, IL 60068
Mr. C. David Mayfield	225 Touhy Avenue	Park Ridge, IL 60068
Mr William Broderick	225 Touhy Avenue	Park Ridge, IL 60068
Mr John J Rademacher	225 Touhy Avenue	Park Ridge, IL 60068
Mr. Fred Baechle	225 Touhy Avenue	Park Ridge, IL 60068
Mr. David P Conover	225 Touhy Avenue	Park Ridge, IL 60068

AMERICAN FARM BUREAU, INC.**(BOARD OF DIRECTORS)**

Name	Address	City/State/Zip Code
Dean R. Kleckner	225 Touhy Avenue	Park Ridge, Illinois 60068
Carl B. Riley	225 Touhy Avenue	Park Ridge, Illinois 60068
Ronald Anderson	225 Touhy Avenue	Park Ridge, Illinois 60068
C. Wayne Ashworth	225 Touhy Avenue	Park Ridge, Illinois 60068
Flavius Barker	225 Touhy Avenue	Park Ridge, Illinois 60068
Harry S. Bell	225 Touhy Avenue	Park Ridge, Illinois 60068
Al Christopherson	225 Touhy Avenue	Park Ridge, Illinois 60068
Wayne Dollar	225 Touhy Avenue	Park Ridge, Illinois 60068
V Thomas Geary	225 Touhy Avenue	Park Ridge, Illinois 60068
Gordon Gowen	225 Touhy Avenue	Park Ridge, Illinois 60068
W B Jenkins	225 Touhy Avenue	Park Ridge, Illinois 60068
Charles Kruse	225 Touhy Avenue	Park Ridge, Illinois 60068
John G Laurie	225 Touhy Avenue	Park Ridge, Illinois 60068
David McClure	225 Touhy Avenue	Park Ridge, Illinois 60068
H. Eldon Meiklin	225 Touhy Avenue	Park Ridge, Illinois 60068
Bryce Neidig	225 Touhy Avenue	Park Ridge, Illinois 60068
Steve Nunley	225 Touhy Avenue	Park Ridge, Illinois 60068
Norma O'Leary	225 Touhy Avenue	Park Ridge, Illinois 60068
Harry Pearson	225 Touhy Avenue	Park Ridge, Illinois 60068
Linda Reinhardt	225 Touhy Avenue	Park Ridge, Illinois 60068
William Sprague	225 Touhy Avenue	Park Ridge, Illinois 60068
Bob Stallman	225 Touhy Avenue	Park Ridge, Illinois 60068
Bob Vice	225 Touhy Avenue	Park Ridge, Illinois 60068
Don Waller	225 Touhy Avenue	Park Ridge, Illinois 60068
Andrew Whisenhunt	225 Touhy Avenue	Park Ridge, Illinois 60068
Ron Warfield	225 Touhy Avenue	Park Ridge, Illinois 60068

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SECRETARY OF STATE

File Number 5303-040-8

96 NOV 20 AM 10:25

RILEY D. ARNETT
SECRETARY

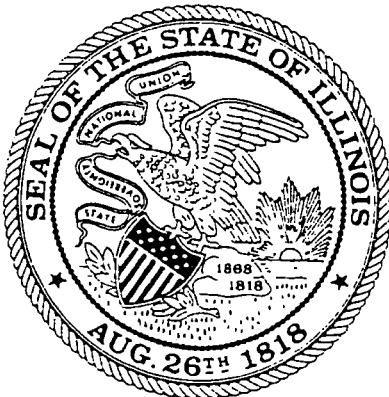
STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that AMERICAN FARM BUREAU, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 23,
1983, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ **7TH**
day of _____ **NOVEMBER** *A D, 19* _____ **96**

George H. Ryan

SECRETARY OF STATE

RECEIVED
OFFICE OF THE SECRETARY OF STATE
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

FILED
NOV 18 1996
Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:
ALEX LARNELL
SECRETARY OF STATE

1. The true name of the corporation is American Farm Bureau, Inc.
2. The state or country of incorporation is Illinois
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
The Farm Bureau Connection

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

Nov. 18, 1996
Signature Date

Treasurer
Signer's Capacity

American Farm Bureau, Inc.
Name of Corporation

William H. Broderick
Signature

William H. Broderick
Name (typed or printed)



APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

RECEIVED

SECRETARY OF STATE

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

FILED

RILEY GARNELL
SECRETARY OF STATE

1. The true name of the corporation is American Farm Bureau, Inc.
2. The state or country of incorporation is Illinois
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
The Farm Bureau Connection

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

Nov. 18, 1996

Signature Date

Treasurer

Signer's Capacity

American Farm Bureau, Inc.

Name of Corporation

William H. Broderick

Signature

William H. Broderick

Name (typed or printed)



Exhibit B

FCC Self Certification Letter

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FACSIMILE (269) 381-8822

GEORGE H LENNON
DAVID G CROCKER
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PATRICK D CROCKER
RUSSELL B BAUGH
ANDREW J VORBRICH
TYREN R CUDNEY
STEVEN M BROWN
KRISTEN L GETTING

OF COUNSEL
JOHN T PETERS, JR

THOMPSON BENNETT
(1912 - 2004)
VINCENT T EARLY
(1922 - 2001)
JOSEPH J BURGIE
(1926 - 1992)

May 2, 2005

Marlene H Dortch, Office of the Secretary
Federal Communications Commission
236 Massachusetts Avenue, NE
Suite 110
Washington, D.C 20002

RE: FCC Docket No. 00-257
Partial Transfer the Customer Base of American Farm Bureau,
Inc. to IBFA Acquisition Company, LLC which will transact
business as Farm Bureau Connection, FB Connection and Cost
Plus Communications

Dear Ms Dortch:

We are the attorneys for IBFA Acquisition Company, LLC which will transact business as Farm Bureau Connection and FB Connection (hereafter "Farm Bureau Connection"). We hereby serve notice upon the Commission that American Farm Bureau, Inc ("AFBI"), will transfer a portion of its customer base to Farm Bureau Connection. AFBI currently provides long distance, local and calling card service to the affected customers. We provide Farm Bureau Connection's compliance certification as Exhibit A. A copy of the customer notice appears as an attachment thereto

Also enclosed is a copy of this letter. Please stamp the letter received and return it in the postage-paid envelope.

Please contact the undersigned with any questions or concerns.

Sincerely,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, PLC

Patrick D. Crocker

PDC/tib

Exhibit C

Sample Notice of Transfer

**FB CONNECTION
FB CONNECT
COUNTRY CONNECT**

**MAKE
THE CONNECTIONSM**
fbconnection

Dear Customer

We are pleased to inform you that IBFA acquisition Company, LLC d/b/a Farm Bureau Connection ("Farm Bureau Connection") has entered into an agreement to purchase the assets and operations of the American Farm Bureau, Inc. ("AFBI") Farm Bureau Connection Program. This is a positive development for you as our customer. This change will take place on _____, pending receipt of all required regulatory approval.

There will be no change to the rates, terms or condition of service currently provided to you. In addition, no charges or fees will be imposed as a result of this transfer. Farm Bureau Connection will provide at least thirty (30) days prior written notice of any changes to these rates, terms, and conditions up to ninety (90) days from the date of the transfer of customers. Any future changes in rates, terms and conditions of service will be done as prescribed by the Federal Communications Commission (FCC) and your state regulatory commission.

There is no cost to move your existing services from AFBI to Farm Bureau Connection. Farm Bureau Connection will be responsible for any carrier changes associated with this transfer. You should know that you have an option to change your telecommunications provider. If you would like to change service providers, you should do so before _____, otherwise your service will automatically convert to Farm Bureau Connection following approval of the transaction by state and federal regulators, even if you have a "preferred carrier" freeze on your account. If you have a preferred carrier freeze, you must contact the appropriate local exchange company to arrange a new freeze.

Please direct all questions, complaints, or concerns to the toll free number, 1-800-362-3276.

Thank you for your continued support of the Farm Bureau Connection program.

Casimir Wojciechowski
President
IBFA Acquisition Company, LLC
d/b/a Farm Bureau Connection

1850 Howard Street / Suite C
Elk Grove Village, Illinois 60007 / 1 847 685 8600